

EXHIBIT D

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FORM DEF 14A

ASIAINFO-LINKAGE, INC - ASIA

Filed: March 05, 2009 (period: April 21, 2009)

Official notification to shareholders of matters to be brought to a vote (Proxy)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Under §240.14a-12

ASIAINFO HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

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Section 162(m) of the Internal Revenue Code, or the IRC, generally disallows a tax deduction to public companies for compensation in excess of \$1 million paid to a company's chief executive officer, chief financial officer or any of the three most highly compensated executive officers. Certain performance-based compensation, however, is exempt from the deduction limit. The Compensation Committee has considered the potential impact of Section 162(m) of the IRC on the compensation paid to AsiaInfo's executive officers. It is the Compensation Committee's intention that, so long as it is consistent with its overall compensation objectives and philosophy, executive compensation will be deductible for federal income tax purposes. Awards issued under AsiaInfo's stock incentive plans (including stock options, restricted stock units and performance stock units) have been structured so that any taxable compensation derived pursuant to the exercise of options granted under such plans should not be subject to these deductibility limitations.

Accounting for Stock-Based Compensation

Beginning on January 1, 2006, AsiaInfo began accounting for stock-based payments in accordance with the requirements of FAS 123(R), which requires us to estimate and record an expense over the service period of the award.

Compensation Paid to Named Executive Officers

The following table sets forth information concerning the compensation earned for services rendered to AsiaInfo by each of the named executive officers of AsiaInfo for the fiscal years ended December 31, 2006, 2007 and 2008, respectively:

SUMMARY COMPENSATION TABLE⁽¹⁾

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽²⁾	Non-Equity Incentive Compensation (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$) ⁽⁵⁾
Steve Zhang, President and Chief Executive Officer	2008	202,149	561,881	—	104,183 ⁽⁷⁾	868,213
	2007	177,422	617,565	274,175 ⁽⁶⁾	91,325 ⁽⁸⁾	1,160,487
	2006	160,000	150,177	222,091	87,450	619,718
Eileen Chu⁽⁹⁾, Former Vice President and Chief Financial Officer	2008	114,641	82,618	—	16,928 ⁽¹¹⁾	214,187
	2007	103,222	92,501	46,559 ⁽¹⁰⁾	11,617	253,899
Yinhu Zhang, Vice President and General Manager of HR & Admin.	2008	72,872	85,851	—	27,267	185,990
	2007	66,237	94,772	26,930 ⁽¹²⁾	39,388 ⁽¹³⁾	227,327
	2006	61,961	19,989	23,814	43,303	149,067
Jian Qi, President and Chief Executive Officer of Lenovo-AsiaInfo Division	2008	89,606	92,979	—	17,005	199,590
	2007	80,652	102,261	53,842 ⁽¹⁴⁾	17,438	254,193
	2006	75,446	24,363	40,340	16,950	157,099
Feng Liu, Vice President and General Manager of R&D of AsiaInfo Technologies Division	2008	88,978	114,062	—	8,038	211,078
	2007	80,087	121,847	65,729 ⁽¹⁵⁾	9,763	277,426
	2006	74,916	30,045	58,909	16,423	180,293

- (1) For 2006, all cash compensation payments, except Steve Zhang's, are RMB denominated and have been converted to the U.S. dollar at the exchange rate of U.S.\$1.00=RMB7.8087, the exchange rate quoted by Federal Reserve Bank of New York as of December 31, 2006. For 2007, all cash compensation payments are RMB denominated and have been converted to the U.S. dollar at the exchange rate of U.S.\$1.00=RMB7.2946, the exchange rate quoted by Federal Reserve Bank of New York as of